

JAN 06 '10

9-00 AM

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January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 4-7756 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Celite Corporation
130 Castilian Drive
Santa Barbara, CA 93117]

A description of the railroad equipment covered by the enclosed document is:

97 railcars within the series ACFX 038389 - ACFX 040750 and ACFX 096000 - ACFX 099784 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Celite Corporation, a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

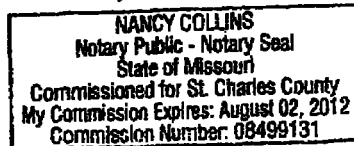
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

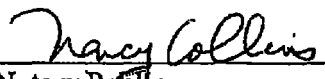
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Celite Corporation

Contract 4-7756 rider 1 *dated 7/12/01*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	038389
	Hopper	ACFX	038390
	Hopper	ACFX	038391
	Hopper	ACFX	038392
	Hopper	ACFX	038393
	Hopper	ACFX	038394
	Hopper	ACFX	038395
	Hopper	ACFX	038396
	Hopper	ACFX	038397
	Hopper	ACFX	038398
	Hopper	ACFX	039572
	Hopper	ACFX	039573
	Hopper	ACFX	039574
	Hopper	ACFX	039575
	Hopper	ACFX	039576
	Hopper	ACFX	039577
	Hopper	ACFX	039578
	Hopper	ACFX	039579
	Hopper	ACFX	039580
	Hopper	ACFX	039581
	Hopper	ACFX	039582
	Hopper	ACFX	039583
	Hopper	ACFX	039585
	Hopper	ACFX	039586
	Hopper	ACFX	039587
	Hopper	ACFX	039588
	Hopper	ACFX	039589
	Hopper	ACFX	039590
	Hopper	ACFX	039591
	Hopper	ACFX	039592
	Hopper	ACFX	039593
	Hopper	ACFX	039594
	Hopper	ACFX	039595
	Hopper	ACFX	039596

Schedule A

Equipment

Cellite Corporation

Contract 4-7756 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	039597
	Hopper	ACFX	039598
	Hopper	ACFX	039599
	Hopper	ACFX	039601
	Hopper	ACFX	039603
	Hopper	ACFX	039604
	Hopper	ACFX	039605
	Hopper	ACFX	040731
	Hopper	ACFX	040732
	Hopper	ACFX	040733
	Hopper	ACFX	040734
	Hopper	ACFX	040735
	Hopper	ACFX	040736
	Hopper	ACFX	040737
	Hopper	ACFX	040738
	Hopper	ACFX	040739
	Hopper	ACFX	040740
	Hopper	ACFX	040741
	Hopper	ACFX	040742
	Hopper	ACFX	040743
	Hopper	ACFX	040744
	Hopper	ACFX	040745
	Hopper	ACFX	040746
	Hopper	ACFX	040747
	Hopper	ACFX	040748
	Hopper	ACFX	040749
	Hopper	ACFX	040750
	Hopper	ACFX	096000
	Hopper	ACFX	096001
	Hopper	ACFX	096003
	Hopper	ACFX	096004
	Hopper	ACFX	096005
	Hopper	ACFX	096007
	Hopper	ACFX	096008

Schedule A

Equipment

Celite Corporation

Contract 4-7756 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	096009
	Hopper	ACFX	097624
	Hopper	ACFX	097626
	Hopper	ACFX	097628
	Hopper	ACFX	097630
	Hopper	ACFX	097632
	Hopper	ACFX	097633
	Hopper	ACFX	097634
	Hopper	ACFX	097638
	Hopper	ACFX	097639
	Hopper	ACFX	097640
	Hopper	ACFX	099191
	Hopper	ACFX	099192
	Hopper	ACFX	099193
	Hopper	ACFX	099194
	Hopper	ACFX	099195
	Hopper	ACFX	099196
	Hopper	ACFX	099197
	Hopper	ACFX	099198
	Hopper	ACFX	099199
	Hopper	ACFX	099200
	Hopper	ACFX	099770
	Hopper	ACFX	099771
	Hopper	ACFX	099774
	Hopper	ACFX	099777
	Hopper	ACFX	099778
	Hopper	ACFX	099782
	Hopper	ACFX	099783
	Hopper	ACFX	099784

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/6/2010



Robert W. Alvord